

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Re: D.I. 450**

**CERTIFICATION OF COUNSEL REGARDING ORDER (I) AUTHORIZING  
DEBTORS TO REJECT CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL  
REAL PROPERTY AND (II) GRANTING RELATED RELIEF**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certifies as follows:

1. On the October 9, 2024, the Debtors filed the *Motion of Debtors for Entry of an Order Authorizing Debtors To Reject Certain Unexpired Leases of Nonresidential Real Property and (II) Granting Related Relief* (D.I. 450) (the “**Motion**”), seeking to reject two of the Debtors’ Distribution Center Leases (as defined in the Motion).<sup>2</sup> A proposed form of order granting this relief was attached to the Motion as Exhibit A (the “**Proposed Order**”).

2. On October 10, 2024, the Debtors filed the *Notice of Abandonment, Utilization and Disposal of Personal Property Located at Certain of the Debtors’ Leased Distribution Centers Proposed to be Rejected Pursuant to the Motion of Debtors for Entry of an*

---

<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

<sup>2</sup> Capitalized terms not defined herein have the meaning ascribed to them in the Motion.

*Order (I) Authorizing Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property and (II) Granting Related Relief* (D.I. 476).

3. A limited objection (D.I. 596) to the Motion was filed by Raymond Storage Concepts, Inc. and Raymond West Intralogistics Solutions on October 24, 2024, and subsequently withdrawn on October 29, 2024 (D.I. 649).

4. A limited objection (D.I. 597) to the Motion was also filed by Dell Financial Services L.L.C. on October 24, 2024, and subsequently withdrawn on October 30, 2024 (D.I. 665).

5. The Debtors have revised the Proposed Order to incorporate comments from Blue Owl Real Estate Capital LLC (the “**Revised Proposed Order**”). The Revised Proposed Order is attached hereto as **Exhibit A**.

6. For the convenience of the Court and all parties in interest, a redline comparing the Revised Proposed Order against the Proposed Order is attached hereto as **Exhibit B**.

7. Counsel for Blue Owl Real Estate Capital LLC have reviewed the Revised Proposed Order and do not object to its entry.

WHEREFORE, the Debtors respectfully request entry of the revised Proposed Order attached hereto as **Exhibit A**.

*[Signature page follows]*

Dated: November 3, 2024  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Casey B. Sawyer

Robert J. Dehney, Sr. (No. 3578)  
Andrew R. Remming (No. 5120)  
Daniel B. Butz (No. 4227)  
Tamara K. Mann (No. 5643)  
Casey B. Sawyer (No. 7260)  
1201 N. Market Street, 16<sup>th</sup> Floor  
Wilmington, DE 19801  
Tel: (302) 658-9200  
rdehney@morrisnichols.com  
aremming@morrisnichols.com  
dbutz@morrisnichols.com  
tmann@morrisnichols.com  
csawyer@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)  
Adam L. Shpeen (admitted *pro hac vice*)  
Stephen D. Piraino (admitted *pro hac vice*)  
Jonah A. Peppiatt (admitted *pro hac vice*)  
Ethan Stern (admitted *pro hac vice*)  
450 Lexington Avenue  
New York, NY 10017  
Tel.: (212) 450-4000  
brian.resnick@davispolk.com  
adam.shpeen@davispolk.com  
stephen.piraino@davispolk.com  
jonah.peppiatt@davispolk.com  
ethan.stern@davispolk.com

*Counsel to the Debtors and  
Debtors in Possession*